

GUERNSEY STATUTORY INSTRUMENT

2020 No. 126

The Companies (Registrar) (Fees and Penalties) Regulations, 2020

<i>Made</i>	10 th December, 2020
<i>Coming into operation</i>	1 st January, 2021
<i>Laid before the States</i>	, 2020

THE REGISTRAR OF COMPANIES, in exercise of the powers conferred on the Registrar by sections 501(1), 516 (3), 536 and 538 of the Companies (Guernsey) Law, 2008^a, and all other powers enabling the Registrar in that behalf, and having consulted with and obtained the approval of the Committee for Economic Development, hereby makes the following Regulations:-

Fees.

1. The fees set out in column 2 of Schedule 1 are payable to the Registrar—
 - (a) by the company or other person for and on behalf of whom the application is made for the service mentioned in column 1 of the Schedule in respect of which the fee is payable, or, as the case may be,

^a Order in Council No.VIII of 2008, as amended by Order in Council No. VI of 2017; there are other amendments not material to these Regulations.

- (b) by the company or other person for and on behalf of whom the service mentioned in column 1 of the Schedule is to be provided.

Civil Penalties

2. A company which fails to comply with the obligation to file an annual validation in accordance with sections 234 and 235 of the Law, is liable to pay to the Registrar the civil penalties set out in column 3 of Schedule 2.

Interpretation

3. In these regulations –

"**fiduciary licence**" means a licence issued under the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000^b,

"**licensed insurer**" has the same meaning as in the Insurance Business (Bailiwick of Guernsey) Law, 2002^c,

"**the Law**" means the Companies (Guernsey) Law, 2008,

"**the Registrar**" means the Registrar of Companies,

"**secondary company**" means a company which is a subsidiary of, or wholly owned (directly or indirectly) by, -

- (a) a company in the first category in Schedule 1, or

^b Ordres en Conseil Vol. XLI, p.13.

^c Ordres en Conseil Vol. XLII(2), p.766.

(b) the holding company of a company in the first category in Schedule 1,

that is created in order to provide services as part of, or to support, the activities for which the company in the first category in Schedule 1 is licensed, authorised or registered, as the case may be,

and other words and expressions have the same meaning as in the Law.

Citation.

5. These Regulations may be cited as the Companies (Registrar) (Fees and Penalties) Regulations, 2020.

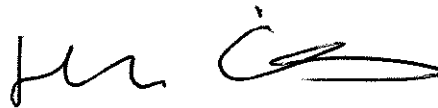
Repeal

6. The Companies (Registrar) (Fees) Regulations, 2014^d and the Companies (Registrar) (Fees) Regulations, 2015^e are repealed.

Commencement

7. These Regulations shall come into force on 1st January 2021

Dated this 10th day of December, 2020



HELEN GAINS

Registrar of Companies

^d G.S.I. No 36 of 2014.

^e G.S.I. No 92 of 2015.

SCHEDULE 1

FEEES

Regulations 1 and 2

(1) SERVICE IN RESPECT OF WHICH FEE PAYABLE	(2) FEE	(3) NOTES <i>These notes are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations</i>
Annual Validation		
Category 1: companies licensed, authorised or registered by the Commission [excluding companies: a) also falling within Category 2 or Category 3, and b) companies registered under the Registration of Non Regulated	£1000	

Financial Services Businesses Law, 2008.]		
Category 2: Licensed insurers under the Insurance Business (Bailiwick of Guernsey) Law, 2002, secondary companies and any open or closed ended investment companies not falling within the definition of secondary companies.	£500	
Category 3: Protected Cell Companies (PCCs) and Incorporated Cell Companies (ICCs).	£750 In addition: £100 per incorporated cell; £50 per protected cell.	

Category 4: Non-profit organisations	£100	No fee applies to Guernsey registered charities.
Category 5: Administered companies (i.e. companies where the resident agent holds a fiduciary licence or where a person holding a fiduciary licence is involved in the on-going administration or management of the company) not included in any of the previous categories.	£500	
Category 6: other than GCRA-regulated companies (see category 7 below), companies not included in any of the previous categories.	£250	
Category 7: GCRA-regulated companies, irrespective of whether or not they might otherwise fall under one of the previous categories.	£1000	Applies to: Licensed telecoms companies; Guernsey Post; Guernsey Electricity

Incorporation		
Standard Company Incorporation	£100	Company incorporated within 24 hours.
Rapid Company Incorporation	£350	Company incorporated within 2 hours.
Special Company Incorporation	£750	Company incorporated within 15 minutes (certain restrictions apply).
Incorporated Cell Registration	£100	Incorporated within 24 hours.
Company name Reservation	£25	Per company name.
Changes to Company Particulars		
Change of Name	£25	
Registration of an alternative name in a non-Roman script	£25	

Restoration to the Register of Companies	£1500	This fee is in addition to all outstanding annual validation fees, etc, which would have been payable to the company if it had not be dissolved, except for civil penalties for the late filing of the annual validation, which is excluded.
Application to Registrar for amalgamation	£1000	
Application for the issue of a certificate of conversation, transfer or subsumption.	£100	
Migration In (Application for registration of overseas company as a Guernsey company)	£100	Companies supervised by the Commission must have prior Commission consent.
Migration Out (Application to transfer registration to another jurisdiction)	£1500	
Company Document filing		

Change of Registered Office Address	<p>£10</p> <p>(electronic filing)</p> <p>£20</p> <p>(document filed by post or hand delivered)</p>	
Change of Directors	<p>£10</p> <p>(electronic filing)</p> <p>£20</p> <p>(document filed by post or hand delivered)</p>	
Special, Waiver and Unanimous Resolutions	<p>£10</p> <p>(electronic filing)</p> <p>£20</p>	Per resolution, not per document.

	(document filed by post or hand delivered)	
Change of Memorandum of Incorporation	£50	
Change of Articles of Incorporation	£50	
Other document filing	£10 (electronic filing) £20 (document filed by post or hand delivered)	Per document.
Fees for late document filing, (excluding annual validation)	£5 per day, capped at £125 for Non-Administered Companies,	Charged each calendar day after filing deadline date.

	Guernsey Registered Charities and Non Profit Organisations, and capped at £250 for all other companies.	
Copies of Company Documents		
Document filings (including memorandum or articles of incorporation)	£2 (electronic version) £12 (certified version)	Per document.
Request for a copy of the entire Company File	Fee advised on application, capped at £100	Applicable relevant fee dependent upon the number, and type, of documents within the file.

Requests for Statements of the Register and copy Certificates		
Statements of the Register	<p>£10</p> <p>(electronic version)</p> <p>£25</p> <p>(certified version)</p>	
Certificate of Good Standing	<p>£10</p> <p>(electronic version)</p> <p>£25</p> <p>(certified version)</p>	
Copy Certificates	<p>£10</p> <p>(electronic version)</p> <p>£25</p>	

	(certified version)	
Miscellaneous Charges		
Exceptional charges	£300 per hour per member of staff	This fee applies where a request, in the reasonable opinion of the Registrar, will result in excessive work volumes and/or is a burden upon registry resources. The application of the exceptional charges will be advised in advance of any work being undertaken by the Registry.

SCHEDULE 2
CIVIL PENALTIES

Regulation 3

(1) BREACH FOR WHICH CIVIL PENALTY IS INCURRED	(2) SECTION OF THE LAW	(3) CIVIL PENALTY	(4) NOTES
			<i>These notes are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations</i>
Failure to file annual validation in accordance with the requirements of sections 234 and 235 of the Law (including validation for each ICC cell)	Section 237	£250 for default of up to one week; £500 for default of one week to one month; £1000 for default of one month or more.	The civil penalty is per company or cell.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations prescribe the fees and amounts payable to the Registrar of Companies in respect of the performance of his or her functions. They also prescribe the civil penalties incurred by companies that are in breach of the obligation to file an annual validation.

These Regulations will come into force on 1st January 2021.

